

USA Capital

First Mortgage Investment

- Borrower:** Old City, L.C. and Lake Helen Partners, L.C.
The Borrower is a wholly owned entity of Bay Communities, a developer of condominium communities in Massachusetts and Florida.
- Loan Amount:** \$3,900,000
- Rate:** 14% (net)
- Maturity:** June 7, 2006
- Collateral:** First Mortgage on 6 pieces of property in Lake Helen, Florida. The combined acreage is approximately 73 acres, plus an additional 36 residential lots.
First Mortgage on 5,500 square feet of commercial space in St. Augustine, Florida.
- The Project:** Lake Helen Partners, LC has been acquiring land in the Lake Helen area that they will entitle and get development approval, to sell to end users. Lake Helen is on the I-4 corridor 30 minutes to the north of Orlando and 20 minutes from Daytona Beach. The town has direct access off I-4, and is in the path of growth of both Orlando and Daytona Beach.
- The Lyon building is a historical building in St. Augustine, Florida. The top three floors have been converted into residential condominiums. The first floor is 5,500 square feet of commercial condominium space completed and ready for lease or sale.
- Loan-to-Value:** 53% based on an appraisals prepared by Lui Realty Advisors, Inc.
- Guarantees:** The loan will be guaranteed by the principal of Bay Communities – Valerie E. Kaan. Ms. Kaan reports a net worth as of May 31, 2004 of \$87 million.

USA Capital

702-734-2400

Licensed by the State of Nevada Division of Mortgage Lending
USA Commercial Mortgage Company 4484 S. Pecos Rd, Las Vegas NV 89121
License #MB 333 11/16/2007

Money invested through a mortgage broker is not guaranteed to earn any interest or return and is not insured. Before investing investors must be provided applicable disclosure.

EXHIBIT B